1442320

FORM D

PROCESSED SECURITIES AND EXCHANGE COMMISSION Washington DO 2007

SAUG 1 1 2008

1. Enter the information requested about the issuer

FORM D

THOMSON REUTERSICE OF SALE OF SECURITIES PURSUANT SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| ON | ИВ APPROVAL | |
|-----------------------|---------------|--|
| OMB NUMBER: | 3235-0076 | |
| Expires: | July 31, 2008 | |
| Estimated average but | den | |
| hours per response | 16.00 | |

| ON DELITERSTICE OF SALE OF SECURITIES PURSUANT TO | | | SEC USE ONLY | |
|---|---------------------------------------|--|-------------------------|--|
| | . (- /) | Prefix | Serial | |
| UNIFORM LIMITED (| NIFORM LIMITED OFFERING EXEMPTION | | DATE RECEIVED | |
| Name of Offering (C) check if this is an amendment and na | me has changed, and indicate change.) | <u>. </u> | | |
| Limited Partnership Interests | | | SEC | |
| Filing Under (Check box(es) that apply): ☐ Rule: Type of Filing: ■ New Filing ☐ Amendment | 504 □ Rule 505 ■ Rule 506 □ Sect | ion 4(6) □ ULOE | Mall Processing Section | |
| | A. BASIC IDENTIFICATION DA | ATA | AUG 04 ZUUB | |
| 1. Enter the information requested about the issuer | | | | |

Washington, DC

08055877

| Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.) | 101 | | |
|---|--|--|--|
| Viola Private Equity 1 L.P. | , | | |
| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) | | |
| The Offices of M&C Corporate Services Ltd., P.O. Box 309, Ugland House, South Church Street, Grand Cayman, Cayman Islands | | | |
| Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices) | Telephone Numbe | | |

Brief Description of Business:

Growth equity and buyout fund

Type of Business Organization

□ corporation □ business trust □ limited partnership, already formed

limited partnership, to be formed

□ other (please specify):

Month

Actual or Estimated Date of Incorporation or Organization

06

□ Actual

■ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

| A. BASIC IDENTIFICATION DATA | | | | | | |
|--|-----------------|-----------------------------|---------------------|------------|-----------------------------------|--|
| Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. | | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ■ General and/or Managing Partner | |
| Full Name (Last name first, if individual) | | | | | | |
| | | | | | | |
| Viola P.E. I L.P. Business or Residence Address | (Number and S | Street, City, State, Zip Co | de) | | | |
| | · / | | | | | |
| The Offices of M&C Corporate Services | | | | | man Islands | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | |
| Full Name (Last name first, if individual) | | | | | | |
| | | • | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | de) | | | |
| | | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | |
| Full Name (Last name first, if individual) | | D Delicitetas Owner | E Excessive officer | | | |
| Tunio (Cast name mos, a management) | | | | | | |
| = | 01 1 16 | City Cana Zin Ca | 4.0 | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Co | ue) | | | |
| | | _ | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | □Executive Officer | □ Director | ☐ General and/or Managing Partner | |
| Full Name (Last name first, if individual) | | | | | | |
| | | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | de) | | | |
| | • | | • | | | |
| a to a to to | _ | | | - D: | C Comment of the Managine Bonner | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | |
| Full Name (Last name first, if individual) | | | | | | |
| | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | |
| | | | | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | |
| Full Name (Last name first, if individual) | | | | | | |
| | | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | vde) | | | |
| Business of Residence Address | (Ivallibel alia | Street, City, State, Esp Ct | ,dc) | | | |
| | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | |
| Full Name (Last name first, if individual) | | | | | | |
| | | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip C | ode) | | | |
| | | | | | | |
| Check Box(es) that Apply: | D December | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | |
| Full Name (Last name first, if individual) | ☐ Promoter | Li Delicticiai Owner | LI EXCERTIVE OTHER | L Dilettoi | Content and of trianging raidles | |
| i dii i aliic (Last malic fiist, ii fistividual) | | | | | | |
| | | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip C | iode) | | | |
| - | | | | | • | |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| <u>-</u> | B. INFORMATION ABOUT OFFERING | | |
|-------------|--|--------------------------------------|--------------------------------------|
| | | Yes | No |
| 1. | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | 0 | • |
| 2. | Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? | S n/a | |
| 2. | Wild is the humanum threshold that will be accepted from any marriedar. | Yes | No |
| 3. | Does the offering permit joint ownership of a single unit? | • | • |
| 4. | Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |
| Full Non | i Name (Last name first, if individual) | | |
| | siness or Residence Address (Number and Street, City, State, Zip Code) | <u> </u> | |
| Nan | me of Associated Broker or Dealer | | |
| Stat | tes in which Person Listed Has Solicited or Intends to Solicit Purchasers | All States | |
| | (CIECK ATI Sales of Cieck Individual Carlos) | | _ (ID) |
| _ [_ [| [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI] | _[HI] _[MS] _[OR] _[WY] | _ (MO) _ [PA] _ [PR] |
| Full | ll name (Last name first, if individual) | | |
| Bus | siness or Residence Address (Number and Street, City, State, Zip Code) | | |
| Nar | me of Associated Broker or Dealer | | |
| Stat | ites in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| | (Check "All States" or check individual States) | All States | |
| _ | [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [!D] _ [MO] _ [PA] _ [PR] |
| Ful | ll Name (Last name first, if individual) | | |
| Bus | siness or Residence Address (Number and Street, City, State, Zip Code) | | |
| Nai | me of Associated Broker or Dealer | | |
| Sta | ates in which Person Listed Has Solicited or Intends to Solicit Purchasers | | |
| | (Check "All States" or check individual States) | All States | |
| - | [AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [IL] _[RN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ {PR] |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | Aggregate Offering Price | Amount Already Sold |
|----|---|-----------------------------|--------------------------------------|
| | Type of Security | _ | |
| | Debt | \$ | s |
| | Equity | \$ | \$ |
| | □ Common □ Preferred | | |
| | Convertible Securities (including warrants) | \$ | s |
| | Partnership Interests | \$ 300,000,000 | \$ |
| | Other (Specify) | s | s |
| | Total | \$ 300,000,000 | \$ |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | Number of Investors | Aggregate Dollar Amount of Purchases |
| | Accredited Investors | 0 | \$0 |
| | Non-accredited Investors | | s |
| | Total (for filings under Rule 504 only) | | s |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. | Type of Security | Dollar Amount Sold |
| | Type of offering | Joeumy | |
| | Rule 505 | | \$ |
| | Regulation A | | \$ |
| | Rule 504 | | \$ |
| | Total | | \$ |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | ۵ | s |
| | Printing and Engraving Costs | , 0 | , S |
| | Legal Fees | ٥ | s |
| | Accounting Fees | o | \$ |
| | Engineering Fees | 0 | · s |
| | Sales Commissions (specify finders' fees separately) | 0 | \$ |
| | Other Expenses (identify) Organizational and offering expenses | • | - \$ <u>1,000,000</u> |
| | Total | • | \$ 1,000,000 |

| | | 75,110,115211-01-111-1201-010,07 | | | | |
|------|---|--|-----|---|----------|---------------------------------------|
| | b. Enter the difference between the aggregate offer I and total expenses furnished in response to Part C "adjusted gross proceeds to the issuer." | C - Question 4.a. This difference is the | : | | s. | 299,000,000 |
| 5. | Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Pan C – Question 4.b above. | | | | | |
| | | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | | a | \$ | D | s |
| | Purchase of real estate | | 0 | S2 | 0 | S |
| | Purchase, rental or leasing and installation of machine | inery and equipment | 0 | S | 0 | s |
| | Construction or leasing of plant buildings and facility | ities | 0 | \$ | 0 | 5 |
| | Acquisition of other business (including the value of that may be used in exchange for the assets or security that may be used in exchange for the assets or security that may be used in exchange for the assets or security that may be used in exchange for the assets or security that may be used in exchange for the assets or security that may be used in exchange for the assets of the asset of the asset of the assets of the asset | rrities of another issuer pursuant to a | | · | | |
| | merger) | | G | <u>s</u> | 0 | <u>.</u> |
| | Repayment of indebtedness | | | s | O | 5 |
| | Working capital | | o | 2 | | \$ 299,000,000 |
| | Other (specify): | • | . 🗆 | s | | s |
| | | | | _ | | |
| | | | | . s | Ò | s |
| | Column Totals | | • | S0 | • | \$ 299,000,000 |
| | Total Payments Listed (column totals added) | | | <u> 299,000,000</u> | | |
| | | D. FEDERAL SIGNATU | JRE | | | |
| an ı | e issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish to the U.S. Securin-accredited investor pursuant to paragraph (b)(2) of R | ities and Exchange Commission, upon v | | | | |
| | uer (Print or Type) da Private Equity I L.P. | Signature MARCHINE | • | Date July 28 , 2008 | | |
| No- | and Signar (Driet or True) | Title of Cinner (Paint on Time) | | | | · · · · · · · · · · · · · · · · · · · |
| | | Title of Signer (Print or Type) | | | | |
| Ha | arel Beit-On | Authorized Signato | ry | | | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

